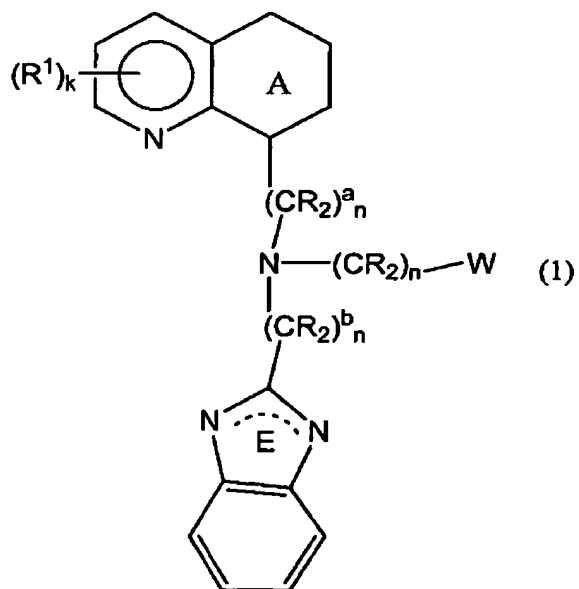
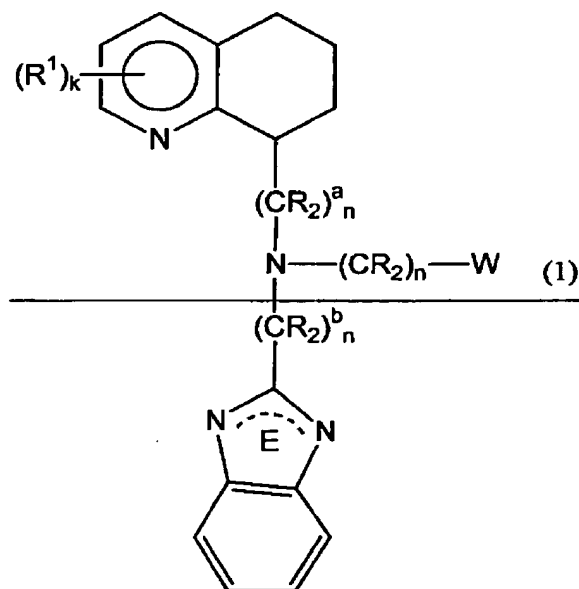


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AMENDMENTS TO THE CLAIMS

1. (currently amended) A compound of the formula



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and the salts thereof

wherein

R<sup>1</sup> is selected from halo, substituted or unsubstituted alkyl, substituted or unsubstituted hydroxyl, substituted or unsubstituted amino, substituted or unsubstituted thiol, and substituted or unsubstituted acyl;

k is 0-3;

each n is independently 0 or 1;

each R is independently H or alkyl (1-6C);

W is pyridyl, oxazolyl, or imidazolyl; wherein W is optionally substituted with Y<sub>j</sub>;

j is 0-3;

each Y is independently a non-interfering substituent selected from the group consisting of benzyl, halo, or OR; SH; SO; SO<sub>2</sub>;

optionally substituted phenyl;

-(CR<sub>2</sub>)<sub>m</sub>OR;

-(CR<sub>2</sub>)<sub>m</sub>COR;

-(CR<sub>2</sub>)<sub>m</sub>COOR;

-(CR<sub>2</sub>)<sub>m</sub>N=CH-NR<sub>2</sub>;

-(CR<sub>2</sub>)<sub>m</sub>CN;

-(CR<sub>2</sub>)<sub>m</sub>NR<sub>2</sub><sup>5</sup>;

-(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NRR<sup>4</sup>;

-(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sub>2</sub><sup>5</sup>;

-(CR<sub>2</sub>)<sub>m</sub>CO(CR<sub>2</sub>)<sub>m</sub>NR<sub>2</sub><sup>5</sup>;

-(CR<sub>2</sub>)<sub>m</sub>CO(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NRR<sup>4</sup>;

-(CR<sub>2</sub>)<sub>m</sub>CO(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sub>2</sub><sup>5</sup>;

-(CR<sub>2</sub>)<sub>m</sub>NRCO(CR<sub>2</sub>)<sub>m</sub>NRR<sup>4</sup>;

-(CR<sub>2</sub>)<sub>m</sub>NRCO(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sub>2</sub><sup>5</sup>;

-(CR<sub>2</sub>)<sub>m</sub>NRCO(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sub>2</sub><sup>5</sup>;

-(CR<sub>2</sub>)<sub>m</sub>NROH;

-(CR<sub>2</sub>)<sub>m</sub>CONROH;

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~~-(CR<sub>2</sub>)<sub>m</sub>CR=NOH;~~  
~~-(CR<sub>2</sub>)<sub>m</sub>guanidine;~~  
~~-(CR<sub>2</sub>)<sub>m</sub>CONHNHR; and~~  
~~-(CR<sub>2</sub>)<sub>m</sub>amidino;~~

wherein R is H or alkyl (1-6C), each m is independently 0-4, and each R<sup>4</sup> and each R<sup>5</sup> is independently H, alkyl (1-6C), alkenyl (2-6C) (1-6C), alkynyl (2-6C) (1-6C), or acyl (1-6C), each optionally substituted by one or more nonaromatic, nonheterocyclic substituent(s) and a indicates the linker between Ring A and N and b indicates the linker between ring E and the N.

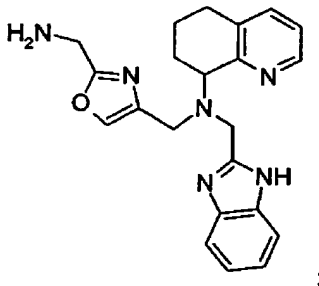
2. (original) The compound of claim 1, wherein E comprises a pi bond coupled to one N.
3. (canceled)
4. (original) The compound of claim 1, wherein k is 0-1.
5. (canceled)
6. (original) The compound of claim 1, wherein one of (CR<sub>2</sub>)<sub>n</sub><sup>a</sup> and (CR<sub>2</sub>)<sub>n</sub><sup>b</sup> is CH<sub>2</sub> and the other is a bond.
7. (original) The compound of claim 6, wherein (CR<sub>2</sub>)<sub>n</sub><sup>a</sup> is a bond and (CR<sub>2</sub>)<sub>n</sub><sup>b</sup> is CH<sub>2</sub>.
- 8-9. (canceled)
10. (currently amended) The compound of claim 1 [[9]], wherein W is optionally substituted with benzyl, halo, or (CR<sub>2</sub>)<sub>m</sub>-NH<sub>2</sub> where m = 0-1.
- 11-14. (canceled)

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15. (currently amended) The compound of claim 1, wherein said compound is selected from the group consisting of



(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-benzyl-2-aminomethyl)-imidazol-5-ylmethyl]-amine;

6-aminomethylpyridin-3-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(6-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(2-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-8-quinoliny)-amine;

(6-amino-pyridin-2-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(4-amino-pyridin-3-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-(imidazol-2-yl)-methylamine;

4-[[[(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amino]-methyl]-2,6-dichloropyridine;

pyridin-2-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-4-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-3-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

and

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(1H-Benzimidazol-2-ylmethyl)-(3H-imidazol-4-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;  
or a salt thereof.

16. (previously presented) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 1.

17. (original) The pharmaceutical composition of claim 16, wherein  $(CR_2)_n^a$  is a bond and  $(CR_2)_n^b$  is  $CH_2$ .

18. (canceled)

19. (previously presented) The pharmaceutical composition of claim 16, wherein ring E comprises a pi bond coupled to one N.

20. (original) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 15.

21. (canceled)

22. (previously presented) The pharmaceutical composition of claim 16, wherein k is 0-1.

23. (previously presented) The pharmaceutical composition of claim 20, wherein said chemokine receptor is CXCR4 or CCR5.

24-26. (canceled)